

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

To: Company Name/Scheme	BSE - Base Resources Limited
ACN/ARSN	125 546 910

1. Details of Substantial Holder(1)

Name	Acorn Capital Limited
ACN/ARSN (if applicable)	082 694 531
There was a change in the interests of the substantial holder on	11/11/2014
The previous notice was given to the company on	22/09/2011
The previous notice was dated	22/09/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present Notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	39,863,298	8.66%	43,058,919	7.64%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22-Sep-2011 to 11-Nov-2014	Acorn Capital Limited	Purchase	\$4,523,223	11,807,110	11,807,110
22-Sep-2011 to 11-Nov-2014	Acorn Capital Limited	Sell & Dilution	\$3,353,756	8,611,489	8,611,489

4. Present relevant interests

Particulars of each relevant interests of the substantial holder in voting securities after the change are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as	Nature of relevant interest	Class and Number of Securities	Person's Votes
Colonial Foundation	The Myer Family			320,720	320,720
Microcap Investment Trust 1	National Nominees			743,670	743,670
Acorn Capital Investment Fund	National Nominees			2,047,821	2,047,821
Auscoal Superannuation Fund	JP Morgan Chase			3,005,825	3,005,825
UniSuper	National Nominees			3,294,470	3,294,470
Acorn Capital Microcap Trust	National Nominees			3,559,285	3,559,285
Queensland Local Government Superannuation	JP Morgan Chase			3,729,089	3,729,089
Commonwealth Bank Officers' Superannuation Fund	Citicorp Nominees			3,869,520	3,869,520
First State Super	JP Morgan Chase			4,350,604	4,350,604
Commonwealth Super Corporation	HSBC Custody			4,868,549	4,868,549
Microcap Investment Trust 2	National Nominees			6,347,032	6,347,032
Sunsuper Fund	HSBC Custody			6,922,334	6,922,334

5. Changes in Associates

The persons who have become associates (2) of, ceased to be associates, or have change the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Name of Association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
All Relevant Holders	C/O Acorn Capital Limited, Level 12, 90 Collins Street, Melbourne Victoria 3000

Print Name PAUL PALUMBO

Capacity Portfolio Manager

Sign Here

Date 11/11/2014